

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
VST Industries Limited
Azamabad, Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VST Industries Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2025 (herein after called as Audit Period)** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations there under to the extent of

a) Foreign Direct Investment (FDI)

The Company during the financial year ended 31st March, 2025 had issued Bonus Equity Shares in the proportion of viz., 10 [Ten] new fully paid-up equity shares of Rs. 10/- (Rupees Ten) each for every 1 [One] existing fully paid-up equity share of Rs. 10/- (Rupees Ten). The shares have been allotted to all the existing shareholders including the Non-Resident Foreign Promoter Body Corporate as on the record date of the Company. Reserve Bank of India (RBI) had advised the Company to seek post-facto approval from the Central Government for the allotment of bonus shares to Non-Resident Foreign Promoter Body Corporates. The Company had subsequently made a submission to the Department for Promotion of Industry and Internal Trade (DPIIT) seeking a confirmation that for the said Bonus issue no approval of the Central Government would be required.

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The DPIIT had released a Press Note 2 dt. 7th April, 2025 giving clarification that a Company engaged in prohibited sector for FDI is permitted to issue bonus Shares to its pre-existing non-resident shareholder(s), provided that the shareholding pattern of the pre-existing non-resident shareholder(s) does not change pursuant to the issuance of bonus shares.

- b) Overseas Direct Investment **(not applicable during the Audit period);** and
 - c) External Commercial Borrowings **(not applicable during the Audit period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the Audit Period**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the Audit Period**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable for the Audit Period**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **Not Applicable for the Audit Period**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the Audit Period**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
- a) Tobacco Board Act, 1975 and Rules made thereunder; and
 - b) Cigarette and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003 and Rules made thereunder.



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We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a women Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- a. 2% of the average net profits of the three preceding financial years is Rs. 844.16 Lakhs. The Company has spent Rs 844.16 Lakhs towards CSR Expenditure for the financial year 2024-2025. Out of Rs. 844.16 Lakhs CSR Expenditure, Rs. 141.86 Lakhs was spent on ongoing projects and Rs. 702.30 Lakhs on other than ongoing projects.

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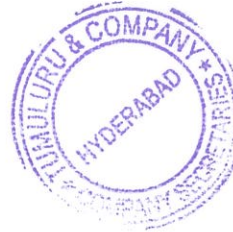
Tumuluru & Company
Company Secretaries

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Email: mrtumuluruk@gmail.com
saravana1015@gmail.com
Mobile: 93910 87255/79896 84305
99893 14279

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- b. The Company completed Postal Ballot on 15th December, 2024 for re designation of the Chairman as Executive and Whole-time director, the resolution was not passed with requisite majority

Place : **Hyderabad**
Date : **25th April, 2025**



for Tumuluru & Company
Company Secretaries

B V Saravana Kumar

B V Saravana Kumar
Partner
ACS No. 26944
C. P. No. 11727
Peer Review Cert. No.: 1159/2021
UDIN: A026944G000182506

Note: This report is to be read with our letter of even date which is annexed and forms an integral part of this report.

Tumuluru & Company
Company Secretaries

F No. 102, Surya Kiran Complex
S D Road, Secunderabad – 500 003
Tel: 040-27815309
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saravana1015@gmail.com
Mobile: 93910 87255/79896 84305
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Enclosure - A

To,
The Members,
VST Industries Limited
Azamabad, Hyderabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

for Tumuluru & Company
Company Secretaries



Place : **Hyderabad**
Date : **25th April, 2025**

B V Saravana Kumar
Partner
ACS No. 26944
C. P. No. 11727
Peer Review Cert. No.: 1159/2021
UDIN: A026944G000182506